

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Garrett A. Fail

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (SCC)
Debtors.	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746
REGARDING THE PLAN ADMINISTRATOR'S FOUR HUNDRED
NINETY-FIRST OMNIBUS OBJECTION TO CLAIMS (RSU CLAIMS)**

TO THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures [ECF No. 9635] (the "Second Amended Case Management Order"), the undersigned hereby certifies as follows:

1. On January 5, 2015, Lehman Brothers Holdings Inc. (the "Plan Administrator"), as Plan Administrator under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, filed the Four Hundred

Ninety-First Omnibus Objection to Claims (RSU Claims) [ECF No. 47986] (the “Claims Objection”) with the Court for hearing.

2. Subsequently, counsel for Nicholas Howard and counsel for LBHI conferred regarding the amount of Mr. Howard’s claim to be reclassified pursuant to the Claims Objection, and agreed to reduce the amount being reclassified as equity.

3. In accordance with the Second Amended Case Management Order, the Plan Administrator established a deadline (the “Response Deadline”) for parties to object or file responses to the Claims Objection. The Response Deadline was set for February 12, 2015 at 4:00 p.m. The Second Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on or prior to the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

4. The Response Deadline has now passed and, to the best of my knowledge, no responsive pleadings to the claims remaining subject to the Claims Objection have been (a) filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Second Amended Case Management Order, or (b) served on counsel to the Plan Administrator. Accordingly, the Plan Administrator respectfully requests that the proposed order granting the Claims Objection annexed hereto as Exhibit A be entered in accordance with the procedures described in the Second Amended Case Management Order. The exhibit to the proposed order has been modified to reflect the updated amounts being reclassified pursuant to the Claims Objection. No changes have been made that would affect the other claims subject to the Claims Objection.

I declare that the foregoing is true and correct.

Dated: February 17, 2015
New York, New York

/s/ Garrett A. Fail
Garrett A. Fail
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

EXHIBIT A
(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (SCC)
	:
Debtors.	: (Jointly Administered)
-----X	

**ORDER GRANTING THE FOUR HUNDRED NINETY-FIRST
OMNIBUS OBJECTION TO CLAIMS (RSU CLAIMS)**

Upon the Four Hundred Ninety-First Omnibus Objection to Claims, dated January 5, 2015 (the “Four Hundred Ninety-First Omnibus Objection to Claims”),¹ of Lehman Brothers Holdings Inc., as Plan Administrator under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors for certain entities in the above-referenced chapter 11 cases (collectively, the “Chapter 11 Estates”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim (ECF No. 6664) (the “Procedures Order”), seeking recharacterization of the Specified RSU Claims as equity, all as more fully described in the Four Hundred Ninety-First Omnibus Objection to Claims; and due and proper notice of the Four Hundred Ninety-First Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and upon the Court’s memorandum decision, dated November 3, 2014 [ECF No. 46797], which is incorporated by reference herein; and the Court having found and determined that the relief sought in the Four Hundred Ninety-First Omnibus Objection to Claims is in the best interests of the Chapter 11 Estates, their creditors,

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Four Hundred Ninety-First Omnibus Objection to Claims.

and all parties in interest and that the legal and factual bases set forth in the Four Hundred Ninety-First Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the relief requested in the Four Hundred Ninety-First Omnibus Objection to Claims is granted as set forth herein; and it is further

ORDERED that the Specified RSU Claims listed on Exhibit 1 annexed hereto are hereby reclassified as Equity Interests (as such term is defined in the Modified Third Amended Joint Chapter 11 Plan of LBHI and its Affiliated Debtors [ECF No. 23023]) having the same priority as, and no greater priority than, common stock interests in LBHI; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2015
New York, New York

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

OMNIBUS OBJECTION 491: EXHIBIT 1 - AMOUNTS TO BE RECHARACTERIZED

NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	ASSERTED TOTAL CLAIM DOLLARS	AMOUNTS TO BE RECHARACTERIZED
1 GROSS, BRIAN M.	08-13555 (SCC)	Lehman Brothers Holdings Inc.	09/22/2009	28018	\$104,414.00	\$104,414.00
2 HOWARD, NICHOLAS P.	08-13555 (SCC)	Lehman Brothers Holdings Inc.	09/22/2009	28279	\$109,303.51	\$109,303.51
3 RIESSEN, NATALIE S.	08-13555 (SCC)	Lehman Brothers Holdings Inc.	12/23/2009	66004	\$9,177.60	\$9,177.60